

EXHIBIT 6

BIOGRAPHY OF JAMES GADSDEN

James Gadsden



Position: Partner; Chair, Bankruptcy and Creditors' Rights Practice Group

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Education: B.A., 1971 University of Rochester (with distinction in Political Science)
J.D., 1974 Columbia Law School (James Kent Scholarship; Harlan Fiske Stone Scholar)

Practice: Mr. Gadsden has a corporate and litigation practice involving structured finance, restructuring and bankruptcy matters. In addition to representing borrowers on syndicated lending facilities, he frequently represents the corporate trustees for public and private corporate and municipal debt in connection with the issuance of the debt and defaults and restructurings, including chapter 11 bankruptcy cases. He is a past Chair of the Committee on Trust Indentures and Indenture Trustees of the American Bar Association's Section of Business Law. He was a member of the drafting committee for the ABA's Revised Model Simplified Indenture published in *The Business Lawyer* in 1999 and the Annotated Trust Indenture Act published in *The Business Lawyer* in 2012 and has represented parties in litigation and acted as an expert witness in litigation involving indenture interpretation issues. He is also active in the ABA's Working Group on Legal Opinions, was the Reporter for the Special Report on the Preparation of Substantive Consolidation Opinions by the Committee on Structured Finance and the Committee on Bankruptcy and Corporate Reorganization of The Association of the Bar of the City of New York and is a frequent author and speaker.

Awards/Honors: 2010-2012 *Super Lawyers*®

Admitted: 1975 New York
1975 U.S. Court of Appeals, Second Circuit
1999 U.S. Court of Appeals, Third Circuit
1975 U.S. District Courts, Southern and Eastern Districts of New York
2001 U.S. District Court, Northern District of New York
2012 U.S. District Court, Eastern District of Michigan

Affiliations: American Bar Association (Chair (2002-2006), Committee on Trust Indentures and Indenture Trustees of the Section of Business Law; Member, Business Bankruptcy, UCC and Legal Opinions Committees and Working Group on Legal Opinions)
The Association of the Bar of the City of New York (Member, Committee on Bankruptcy and Corporate Reorganization; Former member, Committees on Uniform State Laws, Structured Finance, Banking Law and Admiralty)
American Bankruptcy Institute
Sustaining Life Fellow, American Bar Foundation
International Bar Association (Member, Section of Insolvency, Restructuring and Creditors' Rights)
Member of the mediation panels of the U.S. District Court, Southern District of New York and U.S. Bankruptcy Courts, Southern and Eastern Districts of New York, and

District of Delaware

Published: “Covenant-Lite, Convergence and Consequences: Observations on Leveraged Loans and High-Yield Bonds,” *Client Advisory*, June 10, 2013

“Enforcing ‘Bad Boy’ Guarantees in Nonrecourse Financings,” *New York Law Journal*, March 11, 2013

“Indenture ‘No-Action’ Clauses Bar Independent Claims by Securityholders,” *The Banking Law Journal*, March 1, 2013

“The New York Court of Appeals Broadly Validates Contractual Choice of Law Clauses,” *Client Advisory*, January 23, 2013

“Annotated Trust Indenture Act,” *The Business Lawyer*, August 2012

“Structuring Commercial Mortgage Securitization Special Purpose Entities After General Growth Properties,” *Committee on Structured Finance*, July 2010

“Special Report on the Preparation of Substantive Consolidation Opinions,” by the Committee on Structured Finance and the Committee on Bankruptcy and Corporate Reorganization of The Association of the Bar of the City of New York, *The Business Lawyer*, February 2009

“New York’s New Power of Attorney Law and Forms,” *Client Advisory*, November 16, 2009

“Lehman bankruptcy court sets a September 22, 2009 bar date for all claims, issues new proof of claim form, and orders derivatives and guarantee creditors to file supplemental questionnaires by October 22, 2009,” *Client Advisory*, July 13, 2009

“Madoff Securities Task Force Update: IRS Issues Helpful Guidance,” *Client Advisory*, March 17, 2009

“Madoff Securities Task Force Update: Claiming Tax Benefits for Losses,” *Client Advisory*, January 9, 2009

“Madoff Securities Task Force Update: March 4, 2009 Deadline,” *Client Advisory*, January 2009

“Madoff Securities Task Force,” *Client Advisory*, December 30, 2008

“Current Issues of Interest to Indenture Trustees,” October 12, 2007

“Indenture Trustee Failed to Persuade the Bankruptcy and District Courts that it Made a ‘Substantial Contribution’ Justifying Recovery of its Fees and Expenses as an Administrative Expense Under Bankruptcy Code § 303 (b), July 23, 2007

“Delaware Supreme Court’s Decision in Gheewalla Returns Clarity and Consistency to Creditors’ Rights,” *Business Reorganization Committee ABI Committee News*, July 2007

“Both Senior and Subordinated Notes Bear a Burden of Proofs in Establishing the Application of the Subordination Provisions of the Indentures to Post-Petition Interest,” May 29, 2007

“Securitization Trustee is Unsuccessful in Obtaining Dismissal of Claims Asserted Against it in Litigation Arising Out of Sub-Prime Mortgage Lender’s Bankruptcy,” May 29, 2007

“Release of Security Pursuant to the Terms of the Equal and Ratable Clause of the

Indenture Shortly Prior to Bankruptcy Filing Does Not Violate the Covenant of Good Faith and Fair Dealing,” May 29, 2007

“Indenture Trustee Can Settle Dispute Over the Allowed Amount of the Claim on the Bonds Without the Consent of All Bondholders,” May 29, 2007

“Issuer Fails to Recover from Indenture Trustee Funds Withheld from an Interest Payment to Fund Litigation Against the Company,” May 29, 2007

“Required Disclosure by Claim Traders Participating in a Bankruptcy Case,” *Client Advisory*, March 2007

“Enron and the Subordination of Stock Options and Other Claims under §510(b) of the Code,” *American Bankruptcy Institute Journal*, February 2007

“Model Negotiated Covenants and Related Definitions,” *The Business Lawyer*, August 2006

“Enforcement of Directors’ Fiduciary Duties in the Vicinity of Insolvency,” *American Bankruptcy Institute Journal*, February 2005

“All or Substantially All Assets,” 85 *The Journal of Bankruptcy Law and Practice*, December 2004

“Reorganization of Shipping Companies Under U.S. Bankruptcy Law,” 118 *The Banking Law Journal* 160 (2001)

“The Right Kind of Bankruptcy,” *Shipping Economist*, January 2001

“Revised Model Simplified Indenture,” 55 *The Business Lawyer* 1115 (2000)

“How an Expansive Interpretation of §262(f)(5) Is Helping Debtors Sell Assets Free of Liens,” *Leader’s Bankruptcy Strategist*, January 2000

“How the 1999 Bankruptcy Bill Could Affect Reorganizations,” *Leader’s Bankruptcy Strategist*, October 1999

“Limiting Time to Assume Commercial Leases: What About Kleinsleep,” *Leader’s Bankruptcy Strategist*, June 1999

“What the Credit Analyst Should Know About Securitization,” *Business Credit*, March 1998

“Revised Article 8 of the Uniform Commercial Code: Investment Securities,” 115 *The Banking Law Journal* 346 (1998)

“Recovery of Attorneys Fees as an Unsecured Claim,” 114 *The Banking Law Journal* 594 (1997)

“Trust Indenture Act Under Attack,” 113 *The Banking Law Journal* 967 (1996)

“Liabilities of Creditors’ Committees and their Members,” 101 *The Commercial Law Journal* 13 (1996)

“Recharacterization of Industrial Development Bond Real Property Leases in Bankruptcy Cases,” 113 *The Banking Law Journal* 466 (1996)

“The Bankruptcy Reform Act of 1994,” *Bankers Magazine*, July/August 1995

“The Bankruptcy Reform Act of 1994,” 112 *The Banking Law Journal* 212 (1995)

“Under What Circumstances Can a Foreclosure Sale be Set Aside Under New York Law,” 65 *New York State Bar Journal*, No. 4, p. 43, May/June 1993

“Rights of Indemnification and Contribution Among Persons Liable for Fraudulent

Conveyances,” 23 *Seton Hall Law Review* 1600 (1993)

Presentations: “Seventh Circuit Addresses ‘True Sales’ to Bankruptcy Remote Vehicles: Paloian v. LaSalle Bank, N.A.,” 2010 *Fall Legal Opinion Seminar*, ABA Business Law Section, October 19, 2010

“General Growth Properties and its Aftermath,” *Hot Topics in Structured Finance*, New York City Bar Association, March 17, 2010

• Illustrative Matters

<i>Client</i>	<i>Description</i>
American Bar Association	<u>Amicus Curiae</u> in Southern Pacific Funding Corporation litigation.
The Bank of New York Mellon	Indenture trustee in the Energy Conversion Devices, Ambac Financial Group, Charter Communications, Calpine, Mrs. Fields, Safety-Kleen, Owens Corning, G-I Holdings, and Kaiser Group bankruptcy cases and escrow agent in Cellnet bankruptcy case; Amylin Pharmaceuticals, Realogy and Countrywide covenant litigation.
Bank of New England Litigation	Expert Witness.
Cisco Systems, Inc.	Lessor in Rhythm NetConnections, Global Crossing, WorldCom/MCI and Genuity bankruptcy cases.
Creditors’ Committee of Cybergenics Corporation	Litigation counsel for the Creditors’ Committee asserting fraudulent claims.
SeaCo SRL	Shipping container securitizations; syndicated loans.
JP Morgan Chase Bank	Indenture trustee for defaulted industrial revenue bond issues.
K-V Discovery Solutions, Inc.	Expert Witness
Loral Space and Communications Ltd. bankruptcy case	Special Counsel to the Board of Directors of Loral Orion, Inc. in Chapter 11 case.
Bankers Trust Company	Indenture trustee in Almacs bankruptcy case.
U.S. Bank, N.A.	Tender option bond transactions.
Avnet Inc.	\$450 million trade receivables securitization.
Orient-Express Hotels Ltd.	Single asset commercial mortgage backed securitization.
Sea Containers Ltd.	Special counsel in Chapter 11 case. \$350 million shipping container securitization; joint venture with Genstar Container Corporation.
Recoton Corporation bankruptcy case	Mediator of adversary proceedings in Chapter 11 case.
PSINet Consulting Solution	Plan oversight committee.

Publications in the Prior Ten Years

- Covenant-Lite, Convergence and Consequences: Observations on Leveraged Loans and High-Yield Bonds, *Client Advisory*, June 10, 2013
- Enforcing “Bad Boy” Guarantees in Nonrecourse Financings, *New York Law Journal*, March 11, 2013
- Indenture “No-Action” Clauses Bar Independent Claims by Securityholders, *The Banking Law Journal*, March 1, 2013
- The New York Court of Appeals Broadly Validates Contractual Choice of Law Clauses, *Client Advisory*, January 23, 2013
- Proposed Guidelines for Coordination of Multi-National Enterprise Group Insolvencies, *Client Advisory*, October 5, 2012
- Introduction to the Annotated Trust Indenture Act, *The Business Lawyer*, August 2012
- Structuring Commercial Mortgage Securitization Special Purpose Entities After General Growth Properties, *Committee on Structured Finance*, July 2010
- New York’s New Power of Attorney Law and Forms, *Client Advisory*, November 16, 2009
- Lehman bankruptcy court sets a September 22, 2009 bar date for all claims, issues new proof of claim form, and orders derivatives and guarantee creditors to file supplemental questionnaires by October 22, 2009, *Client Advisory*, July 13, 2009
- Madoff Securities Task Force Update: IRS Issues Helpful Guidance, *Client Advisory*, March 18, 2009
- Special Report on the Preparation of Substantive Consolidation Opinions, *The Business Lawyer*, February 2009
- Madoff Securities Task Force Update: March 4, 2009 Deadline, *Client Advisory*, January 8, 2009
- Madoff Securities Task Force, *Client Advisory*, December 30, 2008
- Current Issues of Interest to Indenture Trustees, October 12, 2007
- Delaware Supreme Court’s Decision in *Gheewalla* Returns Clarity and Consistency to Creditors’ Rights, *ABI Business Reorganization Committee News* (July 2007)

- Indenture Trustee failed to persuade the Bankruptcy and District Courts that it made a “substantial contribution” justifying recovery of its fees and expenses as an administrative expense under Bankruptcy Code § 303(b), July 23, 2007*
- Both Senior and Subordinated Notes Bear a Burden of Proofs in Establishing the Application of the Subordination Provisions of the Indentures to Post-Petition Interest, May 29, 2007*
- Securitization Trustee Is Unsuccessful in Obtaining Dismissal of Claims Asserted Against It in Litigation Arising Out of Sub-Prime Mortgage Lender’s Bankruptcy, May 29, 2007*
- Release of Security Pursuant to the Terms of the Equal and Ratable Clause of the Indenture Shortly Prior to Bankruptcy Filing Does Not Violate the Covenant of Good Faith and Fair Dealing, May 29, 2007*
- Indenture Trustee Can Settle Dispute Over the Allowed Amount of the Claim on the Bonds Without the Consent of All Bondholders; May 29, 2007*
- Issuer Fails to Recover From Indenture Trustee Funds Withheld From an Interest Payment to Fund Litigation Against the Company, May 29, 2007*
- Required Disclosure by Claim Traders Participating in a Bankruptcy Case, *Client Advisory*, March 2007*
- Enron and the Subordination of Stock Options and Other Claims Under §510(b) of the Code, *American Bankruptcy Institute Journal*, February 2007
- Letter to the Editor, *American Bankruptcy Institute Journal*, December/January 2007
- Model Negotiated Covenants and Related Definitions, *The Business Lawyer*, August 2006.
- Enforcement of Director’s Fiduciary Duties in the Vicinity of Insolvency, *American Bankruptcy Institute Journal*, February 2005
- All or Substantially All Assets, 85 *The Journal of Bankruptcy Law and Practice*, December 2004.

* Electronic publication, available at www.clm.com.